



Nexus REIT

**NEXUS REAL ESTATE INVESTMENT TRUST**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**For the three and nine months ended September 30, 2020**

**November 16, 2020**

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") of Nexus Real Estate Investment Trust ("the REIT") for the three and nine months ended September 30, 2020 should be read in conjunction with the REIT's audited consolidated financial statements for the years ended December 31, 2019 and 2018 and the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2020.

The information contained in this MD&A reflects events up to November 16, 2020, the date on which this MD&A was approved by the REIT's Board of Trustees. Financial data included in this MD&A is presented in Canadian dollars, which is the functional currency of the REIT, and has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Additional information about the REIT can be accessed at [www.sedar.com](http://www.sedar.com).

## FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements which reflect the REIT's current expectations and projections about future results. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the REIT to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such forward-looking statements are based on a number of assumptions that may prove to be incorrect.

While the REIT anticipates that subsequent events and developments may cause its views to change, the REIT specifically disclaims any obligation to update these forward-looking statements except as required by applicable law. These forward-looking statements should not be relied upon as representing the REIT's views as of any date subsequent to the date of this MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the REIT.

## NON-IFRS FINANCIAL MEASURES

Net operating income ("NOI") is a measure of operating performance based on income generated from the properties of the REIT. Management considers this non-IFRS measure to be an important measure of the REIT's operating performance. Funds from operations ("FFO") is a measure of operating performance based on the funds generated from the business of the REIT before reinvestment or provision for other capital needs. Management considers this non-IFRS measure to be an important measure of the REIT's operating performance. Management considers adjusted funds from operations ("AFFO"), a non-IFRS measure, to be an important performance measure of recurring economic earnings.

Normalized FFO and Normalized AFFO are considered important measures which adjust FFO and AFFO, respectively, to exclude the impact of unique or non-recurring items.

NOI, FFO, Normalized FFO, AFFO and Normalized AFFO are not measures defined by IFRS, do not have standardized meanings prescribed by IFRS and should not be construed as alternatives to net income, cash generated by (used in) operating activities or other measures of financial performance calculated in accordance with IFRS. NOI, FFO, Normalized FFO, AFFO and Normalized AFFO as computed by the REIT may differ from similar measures as reported by other trusts or companies in similar or different industries.

NOI is used by industry analysts, investors and management to measure operating performance of Canadian real estate investment trusts. NOI represents property revenues less property operating expenses as presented in the statements of income prepared in accordance with IFRS. Accordingly, NOI is equivalent to net rental income as presented in the statements of income. NOI excludes certain expenses included in the determination of net income such as general and administrative expense, fair value adjustments, income (loss) from equity accounted investment in joint venture, other income, net interest expense and distributions on Class B LP Units.

The Real Property Association of Canada issued whitepapers on FFO for IFRS and AFFO for IFRS dated February 2017 (the “Whitepapers”), as amended in February 2018 and February 2019. The REIT calculates FFO and AFFO in accordance with the Whitepapers.

FFO is defined as net income in accordance with IFRS, excluding gains or losses on sales of investment properties, tax on gains or losses on disposal of properties, transaction costs expensed as a result of acquisitions being accounted for as business combinations, gain from bargain purchase, fair value adjustments on investment properties, fair value adjustments on warrants, unit options and restricted share units, fair value adjustments on derivative financial instruments, and fair value adjustments and other effects of redeemable units classified as liabilities and the Class B LP Units, if any. FFO also includes adjustments in respect of equity accounted entities for the preceding items. Normalized FFO is defined as FFO, net of adjustments for unique or non-recurring items.

AFFO is defined as FFO subject to certain adjustments, including differences resulting from recognizing ground lease payments and rental income on a straight-line basis, and reserves for normalized maintenance capital expenditures, tenant incentives and leasing costs. Normalized AFFO is defined as AFFO, net of adjustments for unique or non-recurring items.

The diluted weighted average number of units used to calculate diluted FFO per unit and diluted AFFO per unit reflects conversion of all dilutive potential units, represented by unit options, warrants and restricted share units, assuming that unit options and warrants are exercised with the assumed proceeds (comprised of exercise price and any related unrecognized compensation cost) used to purchase units at the average market price during the period.

AFFO payout ratio, and Normalized AFFO payout ratio are calculated as total distributions declared during the period (including distributions declared on Class B LP Units) divided by AFFO, and Normalized AFFO, respectively.

## **BUSINESS OVERVIEW AND STRATEGY**

Nexus Real Estate Investment Trust (the “REIT”) was established under the laws of Ontario pursuant to its declaration of trust, as amended and restated effective April 28, 2014 and November 28, 2017. The REIT is an open-ended real estate investment trust which owns and operates commercial real estate properties in Western Canada, Ontario, Quebec and Atlantic Canada.

The strategy of the REIT is to grow by acquiring commercial real estate assets in jurisdictions, potentially including the United States, where opportunities exist to purchase assets on terms such that the acquisitions are expected to be accretive, on a per unit basis, to the AFFO of the REIT. The REIT seeks to identify potential acquisitions using investment criteria that focus on the security of cash flow, potential for capital appreciation, and potential for increasing value through more efficient management of the assets being acquired.

The REIT has a strategic relationship with RFA Capital Partners Inc. (“RFA”), through which the REIT expects to have unique access to properties identified through RFA’s expansive network of favourable industry relationships developed through over 20 years of successfully investing in the Canadian real estate industry.

## HIGHLIGHTS

- The Toronto Stock Exchange has conditionally approved the listing of Nexus REIT's units subject to the REIT fulfilling all of the requirements of the Exchange on or before January 26, 2021, including distribution of the REIT's securities to a minimum number of public unitholders.
- The REIT intends to complete a 4 to 1 consolidation of outstanding units concurrent with graduation to the TSX.
- Completed the \$13,750,000 acquisition of a single-tenant industrial property located in Balzac, AB, on October 1, 2020 at an attractive 6.8% capitalization rate.
- The REIT has contracted to acquire a 50% interest in an Ajax, Ontario industrial property with approximately 500,000 square feet of GLA for a purchase price of \$28,500,000. The purchase price will be satisfied with proceeds of new mortgage financing and cash on hand. The acquisition is expected to close by year end.
- The REIT has contracted to acquire a single-tenant industrial property in Moncton, NB with a strong credit tenant for \$8,000,000. \$3,200,000 of the purchase price will be satisfied by issuing units valued at \$2.00 per unit.
- The REIT's debt to total assets ratio as at September 30, 2020 was a conservative 47.7%, while maintaining a comfortable level of liquidity with \$16,359,614 of cash on the balance sheet and \$5,000,000 available on the REIT's credit facility.
- Q3 2020 net operating income of \$9,949,362 increased \$144,565 or 1.5% compared to \$9,804,797 for Q2 2020 and increased \$360,816 or 3.8% compared to \$9,588,546 for Q3 2019.
- Q3 2020 normalized AFFO per unit of \$0.048 decreased by 2.6% as compared to Q2 2020 normalized AFFO per unit of \$0.049; normalized AFFO payout ratio for Q3 2020 of 82.4% is up from 79.8% for Q2 2020. Higher interest expense related to new mortgages financing entered into part way through Q2 2020 to increase the REIT's liquidity, and higher general and administrative expense related to TSX graduation efforts accounted for the majority of these variances.
- Management of the REIT will host a conference call on Tuesday November 17th at 1PM EST to review results and operations.

## COVID-19 Update

Economic reopening for the REIT's Quebec retail tenants began in May and in late June, gyms, restaurants and bars were allowed to reopen with physical distancing and other precautions in place. Quebec retail tenants remained open and in operation throughout Q3 2020 with the application of these additional safety measures. However, subsequent to the quarter end, restrictions were once again imposed as the province experienced a second wave of COVID-19.

The REIT's retail portfolio, the majority of which is made up of national strong-credit tenants, has proven to be fairly resilient. There are signs that the REIT may experience headwinds within its office portfolio, with some near-term lease renewals expected to be challenging while most office employees are working from home.

The Canada Emergency Commercial Rent Assistance ("CECRA") program ended in September and is expected to be replaced by the Canada Emergency Rent Subsidy ("CERS"). CERS will provide rent relief to tenants by directly subsidizing up to 65% of eligible expenses (rent, property taxes, property insurance), with an additional 25% Lockdown Support for businesses that must close or significantly reduce operations under a public health order, bringing the maximum combined support for these businesses to 90%. The program is expected to operate on a sliding scale based on revenue declines experienced by tenants. This program may benefit many of the REIT's tenants that did not qualify for CECRA. For the months of April to September 2020, total rents of approximately \$260,000 were abated under the CECRA program, net of the Quebec program contribution.

The REIT has been an indirect beneficiary of the Canada Emergency Wage Subsidy program, which served to offset COVID-19 related losses in the third quarter. For the nine-month period ended September 30, 2020, COVID-19 directly resulted in a reduction of NOI by \$175,000. Partially offsetting, travel and other general and administrative costs decreased as an indirect result of COVID-19 travel and commercial operation restrictions.



The following table summarizes rent collections presented as a percentage of contractual gross rent:

	<b>Q2 2020</b>	<b>Q3 2020</b>	<b>October 2020</b>	<b>November 2020</b>
Cash collected from tenants	89.2%	94.0%	96.4%	94.8%
CECRA collected from government	2.7%	2.8%	0.0%	0.0%
<b>Subtotal of cash collected from tenants and government</b>	<b>91.9%</b>	<b>96.8%</b>	<b>96.4%</b>	<b>94.8%</b>
Deferrals granted	6.8%	0.7%	0.7%	0.1%
Cash collected on deferrals granted	(1.7)%	(0.2)%	0.0%	0.0%
<b>Subtotal of deferrals granted, net of cash collected</b>	<b>5.1%</b>	<b>0.5%</b>	<b>0.7%</b>	<b>0.1%</b>
CECRA abatement <sup>(1)</sup>	0.8%	0.8%	0.0%	0.0%
Cash to be collected from government <sup>(2)</sup>	0.5%	0.6%	0.0%	0.0%
<b>Subtotal of cash collected, adjusted for CECRA and deferrals granted</b>	<b>98.3%</b>	<b>98.7%</b>	<b>97.1%</b>	<b>94.9%</b>
Remaining to be collected (inclusive of applicable sales taxes)	1.7%	1.3%	2.9%	5.1%
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

(1) Represents 25% of gross rent required to be abated under the CECRA program, net of the Quebec Government's 12.5% contribution for qualifying Quebec tenants where applicable.

(2) Cash to be collected from government relates to the Quebec Government program which effectively reduces the landlord CECRA abatement from 25% to 12.5% of gross rents. The Quebec program became available for application on November 2, 2020.

## ACQUISITIONS AND DISPOSAL

### *Acquisitions*

On February 3, 2020, the REIT acquired three industrial properties located in Regina and Saskatoon, Saskatchewan (the "Access Properties") for a contractual purchase price of \$17,400,000. The purchase price was satisfied through the issuance of 4,809,524 Class B LP Units of a subsidiary limited partnership of the REIT, which are convertible to REIT Units on a one to one basis, and 3,476,190 REIT Units, with both the REIT Units and the Class B LP Units issued at a deemed value of \$2.10 per unit, with closing adjustments satisfied in cash.

On April 2, 2019, the REIT acquired four industrial properties located in Fort St John, British Columbia; Blackfalds, Alberta; Medicine Hat, Alberta and Estevan, Saskatchewan (the "Mastec Properties") for a contractual purchase price of \$31,000,000. The purchase price was partially satisfied through the issuance of 7,030,186 Class B LP Units of a subsidiary limited partnership of the REIT at a deemed value of \$2.10 per unit and convertible into REIT Units on a one to one basis, with the balance, net of closing adjustments, satisfied in cash.

### *Disposal*

On December 2, 2019, the REIT sold a property located in Mascouche, Quebec for a selling price of \$3,700,000. Net of selling costs of \$134,313, the REIT received cash proceeds of \$3,565,687. The sale of the property generated a loss on sale of \$134,313.

**REIT PROPERTIES AS AT SEPTEMBER 30, 2020**

<b>Property Address</b>	<b>Property Use</b>	<b>Rentable Area (Square Feet)</b>	<b>Rentable Area (Square Feet) At REIT Ownership Interest</b>	<b>Occupancy</b>	<b>Weighted Average Remaining Lease Term</b>
<b><u>Northwest Territories</u></b>					
348-352 Old Airport Rd., Yellowknife, NWT	Industrial	53,212	53,212	100%	5.1 years
<b><u>British Columbia</u></b>					
965 McMaster Way, Kamloops, BC	Industrial	13,706	13,706	100%	5.1 years
988 Great St., Prince George, BC	Multi-Tenant Service, Warehousing, Retail	53,126	53,126	100%	3.0 years
1751 & 1771 Savage Road, Richmond, BC <sup>(2) (4)</sup>	Retail	171,274	171,274	65% <sup>(2) (4)</sup>	8.7 years
9929 Swanson St., Fort St. John, BC	Industrial	26,477	26,477	100%	2.6 years
<b><u>Alberta</u></b>					
4700 & 4750 - 102 Ave., SE, Calgary, AB	Industrial	29,471	29,471	100%	4.3 years
3780 & 4020 - 76 <sup>th</sup> Ave., SE, Calgary, AB	Industrial	58,937	58,937	100%	5.1 years
41 Royal Vista Drive, NW, Calgary, AB	Industrial	36,915	36,915	100%	2.1 years
8001 - 99 St., Clairmont, AB	Office and Warehouse	26,638	26,638	100%	3.8 years
12104 & 12110 - 17 <sup>th</sup> St., NE, Edmonton, AB	Industrial and Headquarters	116,582	116,582	100%	5.1 years
14801 - 97 <sup>th</sup> St., Grande Prairie, AB	Industrial	42,120	42,120	100%	5.1 years
3501 Giffen Rd. North & 3711 - 36 St. North, Lethbridge, AB	Industrial	229,000	229,000	100%	8.8 years
5406 - 59 <sup>th</sup> Ave., Lloydminster, AB	Industrial	12,425	12,425	100%	5.1 years
4301 - 45 Ave., Rycroft, AB	Industrial	22,110	22,110	100%	8.8 years
2301 - 8 St., Nisku, AB	Industrial	21,506	21,506	100%	4.0 years
2303A - 8 St., Nisku, AB	Industrial	39,649	39,649	100%	5.0 years
1010 Brier Park Dr., Medicine Hat, AB	Industrial	14,354	14,354	100%	2.6 years
27323 - 144 Township Rd. 394, Blackfalds, AB	Industrial	25,000	25,000	100%	6.0 years
<b><u>Saskatchewan</u></b>					
110 - 71 <sup>st</sup> St., Saskatoon, SK	Industrial	74,796	74,796	100%	5.1 years

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15 Peters Ave., Saskatoon, SK	Industrial	38,160	38,160	100%	5.1 years
1414 Fletcher Road, Saskatoon, SK	Industrial	86,000	86,000	100%	2.6 years
850 Manitoba St. East & 15 - 9 <sup>th</sup> Ave., NE, Moose Jaw, SK	Industrial	18,800	18,800	100%	5.1 years
4271 – 5 Ave. East, Prince Albert, SK	Industrial	24,600	24,600	100%	5.3 years
1117 -1135 Pettigrew Ave., Regina, SK	Industrial	38,690	38,690	93%	1.6 years
320 Industrial Drive, Regina, SK	Industrial	60,000	60,000	100%	2.6 years
332 Industrial Drive, Regina, SK	Industrial	85,660	85,660	100%	2.6 years
101 Jahn St., Estevan, SK	Industrial	11,846	11,846	100%	2.6 years
<b><u>Ontario</u></b>					
455 Welham Rd., Barrie, ON	Industrial	109,366	109,366	100%	4.7 years
200 Sheldon Drive, Cambridge, ON	Industrial	150,000	150,000	100%	4.9 years
5005 South Service Road, Beamsville, ON	Retail	8,125	8,125	100%	2.9 years
<b><u>Quebec</u></b>					
935-965 rue Reverchon, Saint-Laurent, QC	Multi-tenant Industrial	114,857	114,857	86%	3.5 years
2045 rue Stanley, Montréal, QC <sup>(1)</sup>	Office	112,406	56,203	97%	13.1 years
1901 Dickson / 5780 Ontario Est, Montréal, QC	Industrial	91,068	91,068	100%	4.7 years
72 rue Laval, Gatineau, QC <sup>(1)</sup>	Office	68,473	34,237	100%	1.7 years
6810 boul. Des Grandes Prairies, Montréal, QC	Industrial	60,786	60,786	100%	1.7 years
3330 2 <sup>e</sup> rue, Saint-Hubert, QC	Multi-tenant Industrial	60,441	60,441	100%	1.2 years
3600 1 <sup>ère</sup> rue, Saint-Hubert, QC	Multi-tenant Industrial	37,554	37,554	100%	4.7 years
3550 1 <sup>ère</sup> rue, Saint-Hubert, QC	Industrial	22,428	22,428	100%	1.3 years
1185-1195 Chemin du Tremblay, Longueuil, QC	Retail	53,924	53,924	97%	3.4 years
41 boulevard Saint-Jean-Baptiste, Châteauguay, QC	Retail	53,151	53,151	100%	5.1 years



<b>Property Address</b>	<b>Property Use</b>	<b>Rentable Area (Square Feet)</b>	<b>Rentable Area (Square Feet) At REIT Ownership Interest</b>	<b>Occupancy</b>	<b>Weighted Average Remaining Lease Term</b>
10500 avenue Ryan, Dorval, QC	Office	52,372	52,372	100%	9.2 years
3490-3504 rue Griffith, Saint-Laurent, QC	Multi-tenant Industrial	40,665	40,665	100%	2.6 years
955 boulevard Michèle-Bohec, Blainville, QC	Office	33,461	33,461	100%	5.7 years
1600 rue Montgolfier, Laval, QC	Office	27,097	27,097	100%	5.8 years
10330-10340 Ch. Côte-de-Liesse, Lachine, QC	Office	26,281	26,281	44%	1.6 years
1094-1100 boulevard Des Chutes, Beauport, QC <sup>(1)</sup>	Retail	32,411	16,206	100%	3.9 years
1700 rue Sherbrooke, Magog, QC <sup>(1)</sup>	Retail	132,584	66,292	80%	3.3 years
1971 rue Bilodeau, Plessisville, QC <sup>(1)</sup>	Retail	99,611	49,806	92%	4.3 years
14000 boulevard Henri-Bourassa, Québec City, QC <sup>(1)</sup>	Retail	44,619	22,310	100%	4.4 years
6700 rue St-Georges, Lévis, QC <sup>(1)</sup>	Retail	43,203	21,602	84%	4.3 years
10516 boulevard Sainte-Anne, Ste-Anne-de-Beaupré, QC <sup>(1)</sup>	Retail	88,625	44,313	86%	3.7 years
9550 boulevard L'Ormière, Québec, QC <sup>(1)</sup>	Retail	114,331	57,166	97%	2.2 years
333 Côte Joyeuse, St-Raymond, QC <sup>(1)</sup>	Retail	64,481	32,241	80%	2.6 years
161 Route 230 Ouest, La Pocatière, QC <sup>(1)</sup>	Retail	208,799	104,400	69%	4.7 years
25 Route 138, Forestville, QC <sup>(1)</sup>	Retail	55,962	27,981	87%	2.5 years
2000 boulevard Louis-Fréchette, Nicolet, QC <sup>(1)</sup>	Retail	88,383	44,192	93%	5.4 years
3856 boulevard Taschereau, Greenfield Park, QC <sup>(1)</sup>	Retail	213,982	106,991	88%	3.9 years
250 boulevard Fiset, Sorel, QC <sup>(1)</sup>	Retail	116,348	58,174	100%	5.1 years
8245 boulevard Taschereau, Brossard, QC <sup>(1)</sup>	Retail	43,335	21,668	71%	6.3 years
340 rue Belvédère Sud, Sherbrooke, QC <sup>(1)</sup>	Retail	171,265	85,633	91%	3.5 years
401-571 boulevard Jutras Est, Victoriaville, QC	Retail	379,254	379,254	92%	6.2 years
7500 boulevard Les Galeries d'Anjou, Anjou, QC <sup>(1)</sup>	Retail	104,691	52,346	94%	4.6 years

<b>Property Address</b>	<b>Property Use</b>	<b>Rentable Area (Square Feet)</b>	<b>Rentable Area (Square Feet) At REIT Ownership Interest</b>	<b>Occupancy</b>	<b>Weighted Average Remaining Lease Term</b>
353 St-Nicolas, Montréal, QC <sup>(1)</sup>	Office	34,425	17,213	64%	3.0 years
410 St-Nicolas, Montréal, QC <sup>(1)</sup>	Office	154,862	77,431	89%	5.0 years
360 Notre-Dame Ouest, Montréal, QC <sup>(1)</sup>	Office	29,442	14,721	93%	2.6 years
321 de la Commune, Montréal, QC <sup>(1)</sup>	Office	11,502	5,751	100%	2.3 years
329 de la Commune, Montréal, QC <sup>(1)</sup>	Office	21,022	10,511	97%	2.7 years
127, 137 & 145 St-Pierre, Montréal, QC <sup>(1)</sup>	Office	36,837	18,419	77%	4.8 years
63 rue des Brésoles, Montréal, QC <sup>(1)</sup>	Office	38,253	19,127	100%	3.1 years
425 rue Guy, Montréal, QC <sup>(1)</sup>	Multi-tenant Industrial	37,196	18,598	82%	2.6 years
<b><u>New Brunswick</u></b>					
400 Main Street, St. John, NB	Office	160,071	160,071	91%	3.5 years
<b><u>Prince Edward Island</u></b>					
695 University Ave., Charlottetown, PEI	Retail	4,501	4,501	100%	0.7 years
<b>Total</b>		<b>5,083,504</b>	<b>3,999,988</b>	<b>93% <sup>(3)</sup></b>	<b>4.8 years <sup>(3)</sup></b>

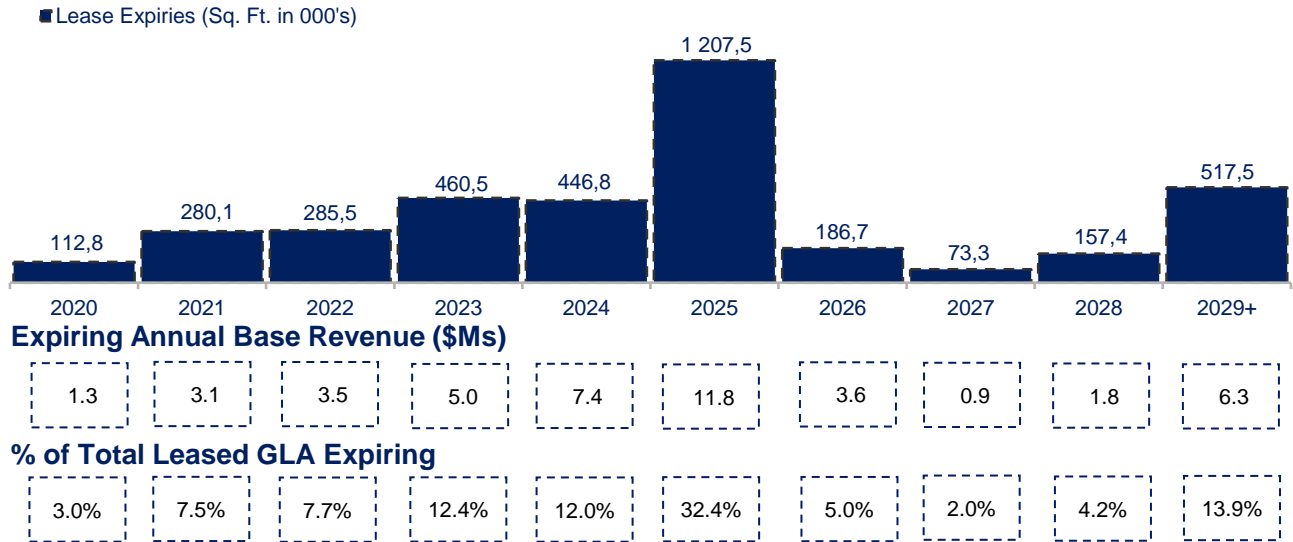
(1) The REIT owns a 50% interest in these properties.

(2) Property is currently being repositioned from industrial uses to other higher yielding uses.

(3) Excluding 1751 & 1771 Savage Road, which is currently being repositioned, the occupancy rate is 94% and the weighted average remaining lease term is 4.7 years.

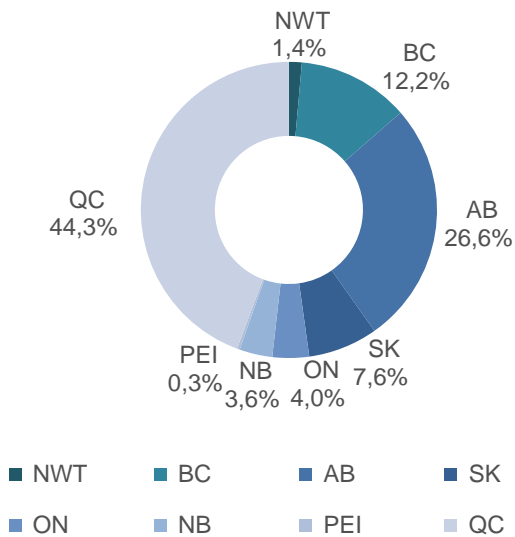
(4) As at September 30, 2020, 1751 & 1771 Savage Road has a total committed occupancy of 100%.

## LEASE EXPIRIES

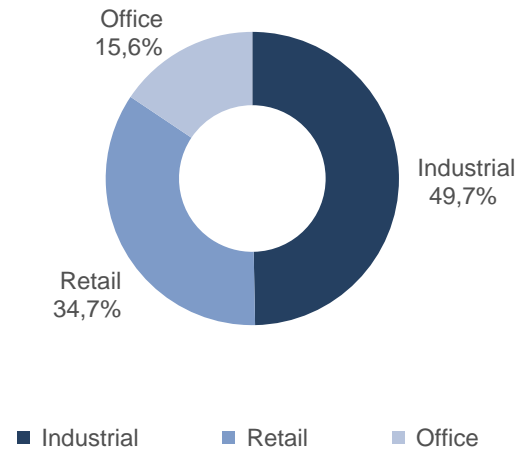


## PROPERTY COMPOSITION DIVERSITY

### GEOGRAPHIC MIX (BY BASE RENT)



### ASSET CLASS MIX (BY BASE RENT)



## SUMMARY OF RESULTS

	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
	\$	\$	\$	\$
<b>Financial highlights</b>				
Property revenues	15,103,549	14,875,417	45,737,297	44,265,280
Net rental income (NOI)	9,949,362	9,588,546	29,527,794	28,270,826
Funds from operations (FFO) <sup>(1)</sup>	6,897,687	6,816,612	20,845,438	20,337,677
Normalized FFO <sup>(1) (2)</sup>	7,214,380	6,741,260	21,270,232	19,574,163
Adjusted funds from operations (AFFO) <sup>(1)</sup>	6,026,556	6,158,299	18,612,954	18,309,462
Normalized AFFO <sup>(1) (2)</sup>	6,343,249	6,082,947	19,037,748	17,545,948
Distributions declared <sup>(3)</sup>	5,229,610	4,798,386	15,450,925	14,088,755
Weighted average units outstanding – basic <sup>(4)</sup>	132,127,277	119,951,933	129,880,436	117,431,868
Weighted average units outstanding – diluted <sup>(4)</sup>	132,215,528	120,009,354	129,968,687	117,499,500
Distributions per unit, basic and diluted <sup>(3) (4)</sup>	0.040	0.040	0.119	0.120
FFO per unit, basic and diluted <sup>(1) (4)</sup>	0.052	0.057	0.160	0.173
Normalized FFO per unit, basic and diluted <sup>(1) (2) (4)</sup>	0.055	0.056	0.164	0.167
AFFO per unit, basic and diluted <sup>(1) (4)</sup>	0.046	0.051	0.143	0.156
Normalized AFFO per unit, basic <sup>(1) (2) (4)</sup>	0.048	0.051	0.147	0.149
Normalized AFFO per unit, diluted <sup>(1) (2) (4)</sup>	0.048	0.051	0.146	0.149
AFFO payout ratio, basic <sup>(1) (3)</sup>	86.8%	77.9%	83.0%	76.9%
Normalized AFFO payout ratio, basic <sup>(1) (2) (3)</sup>	82.4%	78.9%	81.2%	80.3%
Debt to total assets ratio	47.7%	51.4%	47.7%	51.4%

(1) See Non-IFRS Measures section.

(2) Normalized FFO and Normalized AFFO include adjustments for a vendor rent obligation amount related to the REIT's Richmond, BC property, which are payable from the vendor of the property until the buildout of the property is complete and all tenants are occupying and paying rent. The vendor rent obligation amount is not included in NOI for IFRS accounting purposes. Normalized FFO and Normalized AFFO exclude amounts recorded in other income related to estimated future vendor rent obligation amounts. Normalized FFO and Normalized AFFO for the nine-month period ended September 30, 2019 include adjustments for debt repayment fees of \$578,399 included in interest expense in that period.

(3) Includes distributions payable to holders of Class B LP Units which are accounted for as interest expense in the condensed consolidated interim financial statements.

(4) Weighted average number of units includes the Class B LP Units.

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2020	2019	2020	2019
	\$	\$	\$	\$
<b>Financial results</b>				
Property revenues	15,103,549	14,875,417	45,737,297	44,265,280
Property expenses	<u>(5,154,187)</u>	<u>(5,286,871)</u>	<u>(16,209,503)</u>	<u>(15,994,454)</u>
Net operating income (NOI)	9,949,362	9,588,546	29,527,794	28,270,826
General and administrative expense	(877,186)	(851,578)	(2,700,438)	(2,444,666)
Fair value adjustment of investment properties	(356,096)	649,868	(2,608,372)	390,124
Fair value adjustment of Class B LP Units	(767,831)	(364,720)	16,245,519	(2,068,483)
Fair value adjustment of warrants	-	1,323	1,210	2,945
Fair value adjustment of unit options	3,000	(20,000)	497,000	(100,000)
Fair value adjustment of restricted share units	(5,653)	-	18,466	-
Fair value adjustment of derivative financial instruments	105,978	107,615	(6,017,585)	(962,114)
Income (loss) from equity accounted investment in joint venture	194,148	93,780	(114,819)	(191,447)
Other income	<u>271,468</u>	<u>684,169</u>	<u>1,365,612</u>	<u>3,207,794</u>
	<u>8,517,190</u>	<u>9,889,003</u>	<u>36,214,387</u>	<u>26,104,979</u>
Net interest expense	(2,781,281)	(2,747,435)	(8,189,375)	(8,887,775)
Distributions on Class B LP Units	<u>(887,459)</u>	<u>(729,252)</u>	<u>(2,621,766)</u>	<u>(2,162,174)</u>
Net income	<u>4,848,450</u>	<u>6,412,316</u>	<u>25,403,246</u>	<u>15,055,030</u>

For the three months ended September 30, 2020, NOI of \$9,949,362 was \$360,816 higher than Q3 2019 NOI of \$9,588,546. Properties acquired in 2020 contributed approximately \$327,000 of incremental NOI in the quarter as compared to Q3 2019, CPI increases generated incremental NOI of approximately \$57,000 in the quarter as compared to Q3 2019. The commencement of new tenancies at the Richmond, BC property resulted in amounts previously included in other income in respect of the vendor rent obligation being recorded within NOI, which increased NOI by approximately \$110,000 compared to Q3 2019. The REIT received an early termination fee of approximately \$124,000 in Q3 2020. The surrendered space has been leased to another tenant. Partially offsetting was the impact of disposing of a property in Q4 2019, which reduced Q3 2020 NOI by approximately \$60,000 as compared to Q3 2019, and the early termination of a tenant at the REIT's Richmond, BC property, which reduced Q3 2020 NOI by \$195,000 as compared to Q3 2019. The tenancy was early terminated to allow the REIT to proceed with a value-add project for this property.

For the nine months ended September 30, 2020, NOI of \$29,527,794 was \$1,256,968 higher than NOI for the same period of 2019 of \$28,270,826. Properties acquired in 2020 and in 2019 contributed approximately \$1,594,000 of incremental NOI in the nine-month period ended September 30, 2020 as compared to the same period of 2019. CPI increases generated incremental NOI of approximately \$174,000 in the nine-month period ended September 30, 2020 as compared to the same period of 2019 and an early termination fee of approximately \$124,000 was received during the period. Partially offsetting was the impact of disposing of a property in Q4 2019, which reduced NOI for the nine-month period ended September 30, 2020 by approximately \$158,000 as compared to the same period of 2019, and the early termination of a tenant at the REIT's Richmond, BC property, which reduced NOI by \$585,000 for the nine-month period ended September 30, 2020 as compared to the same period of 2019. The tenancy was early terminated to allow the REIT to proceed with a value-add project for this property.

For the three months ended September 30, 2020, general and administrative expense of \$877,186 was \$25,608 higher than Q3 2019 general and administrative expense of \$851,578, primarily due to an increase in professional fees in relation to TSX graduation, as well as higher salaries as compared to Q3 2019, partially offset by lower travel, meals and entertainment and related costs which were approximately \$64,000 lower in Q3 2020 as a result of COVID-19.

For the nine months ended September 30, 2020, general and administrative expense of \$2,700,438 was \$255,772 higher than general and administrative expense of \$2,444,666 in the same period of the prior year primarily due to higher salaries as compared to 2019 and expenses related to the equity-settled RSU plan in the amount of \$241,000 in 2020 compared to \$86,000 for the same period of 2019. TSX listing fees relating to unit issuances and higher professional fees, including professional fees related to TSX graduation efforts, in the nine months ended September 30, 2020 accounted for an increase of approximately \$56,000 as compared to the same period of 2019. Partially offsetting were lower expenses relating to travel, meals and entertainment and related costs which were approximately \$109,000 lower in the current nine-month period as compared to the same period of 2019 as a result of COVID-19.

Negative fair value adjustments of investments properties of \$356,096 and \$2,608,372 were recorded during the three-month and nine-month periods ended September 30, 2020, respectively. During the nine-month period ended September 30, 2020, fair value adjustments of approximately \$11,370,000 were recorded to reflect COVID-19 driven changes in assumptions with respect to future cash flows generated by certain of the REIT's investment properties, partially offset by adjustments to record approximately \$10,615,000 of increases in fair values of recently acquired properties that were acquired and initially carried for less than appraised values.

Fair value adjustments of Class B LP Units are driven by changes in the trading price of units of the REIT, multiplied by the number of Class B LP Units outstanding at a quarter end, as well as fair value adjustments to the date that Class B LP Units are exchanged for REIT Units. As at September 30, 2020, 23,278,964 Class B LP Units were outstanding. The September 30, 2020 trading price of the REIT's Units was \$1.56 as compared to \$1.53 as at June 30, 2020 and \$2.17 per unit as at December 31, 2019.

Fair value adjustments of unit options are impacted primarily by changes in the trading price of the REIT Units relative to the strike price of the unit options and by the number of unit options outstanding, as well as by changes in interest rates and the expected remaining life of unit options. The trading price of the REIT's Units accounted for the majority of the change in fair value during the quarter.

With respect to derivative financial instruments, a fair value gain of \$105,978 was recorded for the three month period ended September 30, 2020 and a fair value loss of \$6,017,585 was recorded for the nine-month period then ended. The fair value loss recorded during the nine-months ended September 30, 2020 was due to a significant drop in interest rates, which reduced the fair value of interest rate swaps totalling \$101,480,502 that the REIT is a party to. The interest rate swaps fix interest rates on \$65,000,000 of the REIT's Credit Facility and \$36,480,502 of floating rate mortgages.

Net income from equity accounted investment in joint venture for the three months ended September 30, 2020 of \$194,148 is comprised of \$256,516 of NOI of the JV property and a fair value gain of \$25,302 to mark to market an interest rate swap in place at the joint venture, offset by \$69,760 of interest expense as well as \$17,910 of general and administrative expense. For the nine months ended September 30, 2020, the loss from equity accounted investment in joint venture of \$114,819 relates to a loss on fair value adjustment of \$535,180 to mark to market the swap, interest expense of \$211,965, and general and administrative expense of \$65,838, offset by NOI of \$698,164 for the period.

During the nine-month period ended September 30, 2020, the estimated vendor rent obligation related to the Richmond Property was reassessed in the context of anticipated COVID-19 driven delays in the completion of property improvements required before the commencement of certain leases. Amount of \$271,468 for the three-month period ended September 30, 2020 and \$1,365,612 for the nine-month period then ended have been recorded in other income, reflecting an increase in the total amount expected to be collected from the vendor through to completion of the property improvements. The work is still progressing and expected to be completed in the second quarter of 2021.

Net interest expense for the three months ended September 30, 2020 of \$2,781,281 was \$33,846 higher than net interest expense of \$2,747,435 for Q3 2019 primarily due to increased mortgage interest expense relating to new mortgage financings completed in Q2 2020 on the previously unencumbered Access Properties and a property in Beamsville, Ontario. Net interest expense for the nine months ended September 30, 2020, of \$8,189,375 was \$698,400 lower than net interest expense of \$8,887,775 for the same period of the prior year primarily due to debt repayment fees of \$578,399 incurred in Q2 2019, as compared to \$nil in 2020. During the nine month period ended September 30, 2020, interest expense was reduced by approximately \$148,000 on account of lower interest rates on renewal of the Credit Facility in September 2019 and interest expense was also reduced by approximately \$55,000 due to the REIT paying down approximately \$5,000,000 of debt..

For the three months ended September 30, 2020, distributions on Class B LP Units of \$887,459 were \$158,207 higher than distributions on Class B LP Units of \$729,252 for the same period of the prior year due to a greater number of Class B LP Units outstanding in the period, which were primarily issued in connection with the acquisition of the Access Properties in Q1 2020. For the nine months ended September 30, 2020, distributions on Class B LP Units were \$459,592 higher than the same period of 2019 for the same reason.

	<b>As at September 30, 2020</b>	<b>As at December 31, 2019</b>
	\$	\$
<b>Select balance sheet data</b>		
Investment properties	605,985,732	584,772,861
Cash	16,359,614	7,875,818
<b>Total Assets</b>	<b>650,318,888</b>	<b>613,379,467</b>
Current portion of mortgages payable	43,469,850	45,132,631
<b>Total Current Liabilities</b>	<b>53,113,549</b>	<b>54,292,590</b>
Non-current portion of mortgages payable	197,862,080	186,971,943
Non-current portion of Credit Facility	64,894,369	65,009,228
Class B LP Units	36,315,188	39,528,332
<b>Total Non-current Liabilities</b>	<b>308,133,848</b>	<b>295,857,626</b>
<b>Total Unitholders' Equity</b>	<b>289,071,491</b>	<b>263,229,251</b>
Debt to total assets ratio	47.7%	49.1%

#### **Debt to total assets**

The REIT's debt to total assets as at September 30, 2020 was 47.7% as compared to 49.1% as at December 31, 2019. The decrease is mainly due to the completion of a \$17,400,000 acquisition completed in Q1 2020 and financed by issuing units to satisfy 100% of the purchase price. The increase in mortgage debt of \$9,227,356 was offset with an increase in cash, with the proceeds of new mortgage financing being retained. The REIT's calculation of debt includes mortgages payable, Credit Facility and lease liabilities balances at the amounts carried in the REIT's condensed consolidated interim statements of financial position.

**SUMMARY OF QUARTERLY RESULTS <sup>(1)</sup>**

	<b>Q3 2020</b>	<b>Q2 2020</b>	<b>Q1 2020</b>	<b>Q4 2019</b>
Property revenues	\$ 15,103,549	\$ 15,040,989	\$ 15,592,759	\$ 15,583,030
Property expenses	<u>\$ (5,154,187)</u>	<u>\$ (5,236,192)</u>	<u>\$ (5,819,124)</u>	<u>\$ (5,925,756)</u>
Net operating income (NOI)	\$ 9,949,362	\$ 9,804,797	\$ 9,773,635	\$ 9,657,274
Net income	\$ 4,848,450	\$ 6,883,796	\$ 13,671,000	\$ 27,332,940
Weighted average number of units, basic	132,127,277	131,745,744	125,743,611	120,205,902
Weighted average number of units, diluted	132,215,528	131,833,996	125,861,519	120,317,048
	<b>Q3 2019</b>	<b>Q2 2019</b>	<b>Q1 2019</b>	<b>Q4 2018</b>
Property revenues	\$ 14,929,417	\$ 15,057,425	\$ 14,440,438	\$ 14,221,166
Property expenses	<u>\$ (5,340,871)</u>	<u>\$ (5,311,966)</u>	<u>\$ (5,503,617)</u>	<u>\$ (5,216,276)</u>
Net operating income (NOI)	\$ 9,588,546	\$ 9,745,459	\$ 8,936,821	\$ 9,004,890
Net income	\$ 6,412,316	\$ 4,041,737	\$ 4,600,977	\$ 23,753,407
Weighted average number of units, basic	119,951,933	119,729,985	112,532,148	112,169,870
Weighted average number of units, diluted	120,009,354	119,798,205	112,557,675	112,216,160

(1) The quarterly results fluctuate based on timing related to pursuing and completing acquisitions and corporate activities, other income and fair value adjustments of investment properties, Class B LP Units, warrants, unit options, restricted share units and derivative financial instruments.



## FUNDS FROM OPERATIONS AND ADJUSTED FUNDS FROM OPERATIONS

	Three months ended		Nine months ended	
	September 30, 2020	2019	September 30, 2020	2019
	\$	\$	\$	\$
<b>FFO</b>				
Net income	4,848,450	6,412,316	25,403,246	15,055,030
Adjustments:				
Fair value adjustment of investment properties	356,096	(649,868)	2,608,372	(390,124)
Fair value adjustment of Class B LP Units	767,831	364,720	(16,245,519)	2,068,483
Fair value adjustment of warrants	-	(1,323)	(1,210)	(2,945)
Fair value adjustment of unit options	(3,000)	20,000	(497,000)	100,000
Fair value adjustment of RSU	5,653	-	(18,466)	-
Fair value adjustment of derivative financial instruments	(105,978)	(107,615)	6,017,585	962,114
Adjustments for equity accounted joint venture <sup>(1)</sup>	(25,303)	6,457	535,179	322,804
Attribution of grant date fair value of unit options	(31,224)	(40,491)	(93,672)	(130,741)
Distributions on Class B LP Units expensed	887,459	729,252	2,621,766	2,162,174
Amortization of tenant incentives and leasing costs	169,072	73,939	470,039	181,751
Lease principal payments	(15,369)	(14,048)	(45,429)	(60,689)
Amortization of right-of-use assets	23,274	23,273	69,821	69,820
Deferred income taxes	20,726	-	20,726	-
Funds from operations (FFO)	<u>6,897,687</u>	<u>6,816,612</u>	<u>20,845,438</u>	<u>20,337,677</u>
Add: Vendor rent obligation <sup>(2)</sup>	588,161	608,837	1,790,406	1,865,881
Less: Other income <sup>(2)</sup>	(271,468)	(684,189)	(1,365,612)	(3,207,794)
Add: Repayment fees <sup>(3)</sup>	-	-	-	578,399
Normalized FFO	<u>7,214,380</u>	<u>6,741,260</u>	<u>21,270,232</u>	<u>19,574,163</u>
<b>AFFO</b>				
FFO	6,897,687	6,816,612	20,845,438	20,337,677
Adjustments:				
Straight-line adjustments ground lease and rent	(296,131)	(104,632)	(507,484)	(377,853)
Capital reserve <sup>(4)</sup>	(575,000)	(553,681)	(1,725,000)	(1,650,362)
Adjusted funds from operations (AFFO)	<u>6,026,556</u>	<u>6,158,299</u>	<u>18,612,954</u>	<u>18,309,462</u>
Add: Vendor rent obligation <sup>(2)</sup>	588,161	608,837	1,790,406	1,865,881
Less: Other income <sup>(2)</sup>	(271,468)	(684,189)	(1,365,612)	(3,207,794)
Add: Repayment fees <sup>(3)</sup>	-	-	-	578,399
Normalized AFFO	<u>6,343,249</u>	<u>6,082,947</u>	<u>19,037,748</u>	<u>17,545,948</u>

(1) Adjustment for equity accounted joint venture relates to a fair value adjustment of a swap in place at the joint venture to swap floating rate bankers' acceptance rates to a fixed rate.

(2) Normalized FFO and Normalized AFFO include adjustments for vendor rent obligation amounts related to the REIT's Richmond, BC property, which are payable from the vendor of the property until the buildout of the property is complete and tenants are occupying and paying rent. The vendor rent obligation amount is not included in NOI for accounting, but the estimated total amount of vendor rent obligation is recorded in other income. Normalized FFO and Normalized AFFO exclude amounts related to estimated future vendor rent obligation amounts included in other income in the statements of income and comprehensive income and include the scheduled quarterly rents receivable in the form of vendor rent obligation.

(3) Normalized FFO and Normalized AFFO include adjustments for debt repayment fees included in interest expense in the nine-month period ended September 30, 2019 of \$578,399 which were due on repayment of debt assumed in acquisitions completed in July 2017.

(4) Capital reserve includes maintenance capital expenditures, tenant incentives and leasing costs. Reserve amounts are established with reference to building condition reports, appraisals, and internal estimates of tenant renewal, tenant incentives and leasing costs. The REIT believes that a reserve is more appropriate given the fluctuating nature of these expenditures.

## AFFO Capital Reserve

	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
	\$	\$	\$	\$
Capital reserve	575,000	553,681	1,725,000	1,650,362
Average square feet of GLA	3,999,988	3,788,756	3,970,338	3,763,148
Annualized capital reserve per square foot of GLA	\$0.58	\$0.58	\$0.58	\$0.58
	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
	\$	\$	\$	\$
Actual tenant incentives and leasing costs <sup>(1)</sup>	101,583	799,062	641,946	1,378,787
Actual maintenance capital expenditures <sup>(2)</sup>	356,096	352,775	776,262	653,647
Total	<u>457,679</u>	<u>1,151,837</u>	<u>1,418,208</u>	<u>2,032,434</u>
Less expenditures funded from mortgage escrow	-	-	(195,286)	-
Total spending funded by the REIT	<u>457,679</u>	<u>1,151,837</u>	<u>1,222,922</u>	<u>2,032,434</u>
Average square feet of GLA	3,999,988	3,788,756	3,970,338	3,763,148
Annualized capital spent per square foot of GLA unadjusted for capital reserve	\$0.46	\$1.22	\$0.41	\$0.72

(1) Excludes tenant incentives and leasing costs in the amount of \$nil (2019 - \$406,680) and \$907,182 (2019 - \$406,680) incurred during the three and nine months ended September 30, 2020, respectively, for incremental revenue generation relating to the construction of a new pad site and repurposing a previous industrial space into significantly higher yielding uses.

(2) Excludes capital expenditures in the amount of \$894,535 (2019 – \$nil) and \$3,088,783 (2019 – \$nil) incurred during the three and nine months ended September 30, 2020, respectively, for incremental revenue generation relating to the repurposing of a previous industrial space into significantly higher yielding uses.

Actual capital spending and tenant incentive and leasing costs for the nine months ended September 30, 2020 of \$1,418,208 is lower than the amount of the capital reserve included in AFFO of \$1,725,000 by \$306,792. While capital spending on a portfolio acquired in July 2017 is anticipated to be higher in the first 2 to 3 years post-acquisition, and to then normalize, capital expenditures were lower in the quarter as a result of COVID-19.

The following is a reconciliation of the REIT's AFFO to cash flows from operating activities:

	Three months ended September 30,		Nine months ended September 30,	
	2020 \$	2019 \$	2020 \$	2019 \$
Cash flows generated by operating activities	4,457,557	6,016,943	14,894,378	16,735,016
Adjustments:				
Changes in non-cash working capital	1,021,534	(178,904)	2,851,373	917,683
Changes in other non-current assets	18,633	10,320	16,286	(27,948)
Changes in restricted cash	211,212	179,923	32,634	229,858
Distributions on Class B LP Units expensed	887,459	729,252	2,621,766	2,162,174
Adjustments for equity accounted joint venture	(25,303)	6,457	535,179	322,804
Share of net income (loss) from 50% investment in joint venture	194,148	93,780	(114,819)	(191,447)
Straight-line rent adjustments of equity accounted joint venture	(40,884)	(40,691)	(65,887)	(80,846)
Restricted share unit expense	(48,400)	(72,000)	(244,010)	(72,000)
Attribution of grant date fair value of unit options	(31,224)	(40,491)	(93,672)	(130,741)
Amortization of deferred financing fees	(86,089)	(66,131)	(244,365)	(300,158)
Amortization of mortgage fair value adjustments	58,282	87,570	194,520	456,118
Lease principal repayments	(15,369)	(14,048)	(45,429)	(60,689)
Capital reserve	(575,000)	(553,681)	(1,725,000)	(1,650,362)
AFFO	<u>6,026,556</u>	<u>6,158,299</u>	<u>18,612,954</u>	<u>18,309,462</u>

## FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The REIT's principal source of liquidity is cash on hand and the undrawn borrowing capacity on its Credit Facility. As at September 30, 2020, the REIT had cash of \$16,359,614 (December 31, 2019 - \$7,875,818) and a working capital deficit of \$18,874,560 (December 31, 2019 - \$37,635,642). Excluding the current portion of mortgages payable of \$43,469,850, working capital would be a surplus of \$24,595,290. The REIT expects that it will be able to refinance the mortgages on their maturities. Management of the REIT believes that sufficient cash from operations will be generated to settle the REIT's liabilities as they come due, and the REIT has the ability to draw funds on the Credit Facility if required. The REIT has sufficient liquidity to maintain and expand its business.

Changes in cash for the periods noted are detailed in the following table:

	Three months ended September 30,		Nine months ended September 30,	
	2020 \$	2019 \$	2020 \$	2019 \$
<b>Cash generated by (used in)</b>				
Operating activities	4,457,557	6,016,943	14,894,378	16,735,016
Investing activities	(1,137,929)	(1,551,237)	(4,722,715)	(19,689,730)
Financing activities	(5,763,041)	(4,805,392)	(1,687,867)	4,449,575
Change in cash	(2,443,413)	(339,686)	8,483,796	1,494,861
Cash – beginning of period	18,803,027	5,188,716	7,875,818	3,354,169
Cash – end of period	<u>16,359,614</u>	<u>4,849,030</u>	<u>16,359,614</u>	<u>4,849,030</u>

Cash generated by operating activities for the three months ended September 30, 2020 of \$4,457,557 is comprised of net income of \$4,848,450, cash from changes in non-cash working capital, other non-current assets and restricted cash of \$1,251,379, and non-cash items of \$860,486. Tenant and other receivables decreased by \$592,110 in the quarter, mainly due to the collection of funds relating to the CECRA program.

Cash generated by operating activities for the nine months ended September 30, 2020 of \$14,894,378 is comprised of net income of \$25,403,246, net of the impact of increases in non-cash working capital, other non-current assets and restricted cash of \$2,900,293 and non-cash items of \$7,608,575. Tenant and other receivables increased by \$1,623,665 during the current nine months ended, mainly due to the deferral of \$1,120,220 worth of rents. Prepaid expenses also increased by \$1,359,067, mainly due to property tax payments made in the period.

Cash used in investing activities for the three months ended September 30, 2020 of \$1,137,929 is related to tenant incentives, leasing costs and capital spending in the amount of \$1,137,929, including \$894,535 of capital expenditures as part of the repurposing of a previous industrial space into significantly higher yielding uses.

Cash used in investing activities for the nine months ended September 30, 2020 of \$4,722,715 is mainly related to tenant incentives, leasing costs and capital spending in the amount of \$4,557,033, including capital expenditures, leasing costs and tenant incentives relating to the construction of a new pad site and repurposing a previous industrial space into significantly higher yielding uses, which totalled \$3,353,110.

Cash used in financing activities for the three months ended September 30, 2020 of \$5,763,041 is primarily related to cash distributions to unitholders of \$3,739,092 and mortgage principal repayments of \$1,872,171. During the current quarter, mortgage principal repayments of \$187,284 were deferred by lenders as part of their COVID-19 relief programs.

Cash used in financing activities for the nine months ended September 30, 2020 of \$1,687,867 is primarily related to cash distributions to unitholders of \$11,124,363 and mortgage principal repayments of \$5,304,549, offset by proceeds from financing of \$14,684,090. During the nine-month period ended September 30, 2020, mortgage principal repayments of \$684,879 were deferred by lenders as part of their COVID-19 relief programs.

The REIT believes that it has sufficient financial resources and generates sufficient cash from operations to operate its investment properties and to identify, investigate and complete potential acquisitions, and to fund further expenditures as required.

### **Mortgages Payable**

As at September 30, 2020, the mortgages payable are secured by charges against 57 of the REIT's investment properties. The weighted average interest rate, including deferred financing costs and interest rate swap agreements, of the mortgages payable is 3.76% and the weighted average term to maturity is 3.20 years (December 31, 2019 – 3.68 years). The breakdown of future principal repayments, including mortgage maturity, is presented in the following table:

	<b>Scheduled Repayments</b>	<b>Principal Maturities</b>	<b>Total</b>
	\$	\$	\$
Remainder of 2020	1,775,465	31,873,180	33,648,645
2021	6,868,545	16,989,177	23,857,722
2022	6,472,371	15,981,908	22,454,279
2023	5,160,202	48,946,950	54,107,152
2024	3,167,012	43,314,467	46,481,479
Thereafter	2,817,916	58,094,347	60,912,263
Total	<u>26,261,511</u>	<u>215,200,029</u>	<u>241,461,540</u>

During the nine months ended September 30, 2020, certain lenders extended mortgage payment deferrals to the REIT as part of their COVID-19 relief programs. As at September 30, 2020, mortgage principal repayments in the amount of \$684,879 were deferred.

## Credit Facility

On September 13, 2019, the REIT refinanced its existing credit facility to a fixed-term facility of \$65,000,000 and a revolving facility of \$5,000,000 (together the Credit Facility). The Credit Facility matures on September 13, 2024 and is secured against 13 of the REIT's investment properties.

The \$65,000,000 fixed-term facility bears interest at the 30-day Bankers' acceptance rate plus 150 basis points. Concurrent with the refinancing, the REIT entered into interest rate swap agreements totalling \$65,000,000 to swap floating 30-day Bankers' acceptance rates for a fixed rate of 1.65%, such that the interest rate on the fixed-term facility, including the 150 basis point spread, is fixed at 3.15%. The \$5,000,000 revolving credit facility allows the REIT to draw against the facility in the form of prime rate advances or Bankers' acceptances. Prime rate advances bear interest at 100 basis points per annum over the Canadian prime borrowing rate. Bankers' acceptance advances bear interest at 200 basis points per annum over the floating bankers' acceptance rate.

On April 6, 2020, the REIT received working capital relief loans totalling \$500,000 from its Credit Facility lender as part of their COVID-19 relief programs. These loans were set at an amount that approximates three months' interest payments under the Credit Facility. The loans bear interest of 100 basis points over the lender's prime lending rate, can be early repaid without penalty and must be repaid by July 31, 2021. As at September 30, 2020, \$419,273 (December 31, 2019 - \$nil) relating to these working capital relief loans remained outstanding.

The REIT has a \$500,000 revolving line of credit bearing interest at 100 basis points per annum over the Canadian prime borrowing rate. The line of credit is secured against six of the REIT's investment properties and allows the REIT to draw down a yearly average maximum of 75% of the \$500,000 credit limit. As at September 30, 2020, this line of credit was undrawn (December 31, 2019 - undrawn).

Funds drawn against the Credit Facility and the revolving line of credit are as follows:

	September 30, 2020 \$	December 31, 2019 \$
Fixed-term borrowings	65,000,000	65,000,000
Working capital relief loans	419,273	-
Prime rate borrowings	-	139,273
Total drawn against the Credit Facility	<u>65,419,273</u>	<u>65,139,273</u>
Less: deferred financing costs	<u>(105,631)</u>	<u>(130,045)</u>
	<u>65,313,642</u>	<u>65,009,228</u>

Amounts drawn on the Credit Facility as at September 30, 2020 are as follows:

	Principal Amount \$	Interest Rate	Repricing Date
Fixed-term borrowings	65,000,000	1.98% <sup>(1)</sup>	October 13, 2020 <sup>(1)</sup>
Working capital relief loans	<u>419,273</u>	3.45%	October 31, 2020
	<u>65,419,273</u>		

<sup>(1)</sup> The REIT entered into interest rate swap agreements to swap floating rate interest for a fixed rate of 3.15% over the term of the Credit Facility.

The Credit Facility includes, inter alia, covenants that RW Real Estate Holdings Limited Partnership ("RW LP"), a subsidiary of the REIT which is party to the Credit Facility: (i) will not allow the Total Funded Debt to Real Property Ratio to exceed 60% at any time; and (ii) the Interest Coverage Ratio shall not be less than 2.25:1.00. As at September 30, 2020, RW LP was in compliance with both of these covenants. The Credit Facility also contains restrictions on, inter alia, change of business, sale of assets, and mergers and acquisitions without the consent of the lender and includes events of default such as failure to pay the principal loan, failure to observe covenants and involuntary insolvency.

Total Funded Debt to Real Property Ratio is a defined term contained in the Credit Facility. Total Funded Debt to Real Property Ratio is calculated as the total amount drawn against the Credit Facility divided by the fair market value of the investment properties of RW LP.

Interest Coverage Ratio is a defined term contained in the Credit Facility. Interest Coverage Ratio is calculated by dividing the interest expense of RW LP by the result of the following as contained in the RW LP Statement of Income: net income plus interest expense, plus loss on fair value adjustment of investment properties, less gain on fair value adjustment of investment properties, plus depreciation and amortization.

Total Funded Debt to Real Property Ratio and Interest Coverage Ratio are not measures defined by IFRS, do not have standardized meanings prescribed by IFRS and should not be construed as alternatives to net income, financial position, cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. These covenant calculations are not used by the REIT as a measure of the REIT's future or historical financial performance, financial position or cash flow, but are used solely to determine RW LP's compliance with its covenants set out in the Credit Facility Agreement.

## **SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amount of expenses during the period. Actual results may differ materially from these estimates.

The duration and full impact of the COVID-19 pandemic are unknown at this point in time. As such, it is not possible to reliably estimate COVID-19 related impacts on the REIT's financial results and operations. Any estimates are therefore subject to significant uncertainty and may materially and adversely vary from actual outcomes. In particular, there is increased estimation uncertainty in determining the fair value of the REIT's investment properties and the recoverability of amounts receivable. Estimates and assumptions used in these condensed consolidated interim financial statements are based on information available to the REIT as at the end of the reporting period.

### *Government Assistance*

The REIT recognizes government assistance, in the form of grants or forgivable loans, when there is reasonable assurance that the REIT will be able to comply with the conditions attached to the assistance and that the assistance will be received.

### *COVID-19 Rent Relief*

The REIT accounts for rental abatements in connection with the CECRA program and provincial COVID-19 rent relief programs under the derecognition rules of IFRS 9, Financial Instruments. Financial assets, such as tenant and other receivables, are derecognized when all or a portion of outstanding amounts will be forgiven or abated and no further collection activities will be pursued. The forgiveness or abatement of the tenant receivable is recognized as a property expense in the condensed consolidated interim statement of income and comprehensive income.

The estimates and judgments used in determining the recorded amount for asset, liabilities and equity in the financial statements include the following:

### *Valuation of investment properties*

The assumptions and estimates used when determining the fair value of investment properties are stabilized income and capitalization rates. Management determines fair value internally utilizing financial information, external market data and capitalization rates determined by reference to third party appraisals and reports published by industry experts including commercial real estate brokerages. The REIT also applies judgment in determining whether the properties it acquires are considered to be asset acquisitions or business combinations. The fair value of the investment properties as at September 30, 2020 represents the REIT's best estimate based on the available information as at the end of the reporting period. Inputs used in determining the fair value of investment properties have been adjusted to reflect the REIT's best estimates of impacts related to COVID-19. The REIT will continue to monitor the effect of the economic environment on the valuation of its investment properties.

As at September 30, 2020, a 0.25% increase in the weighted average capitalization rate would result in a decrease of approximately \$22,011,000 in the determination of the fair value of the investment properties. A 0.25% decrease in the weighted average capitalization rate would result in an increase of approximately \$23,728,000 in the determination of the fair value of the investment properties.

#### *Unit options and warrants*

The estimates used when determining the fair value of unit-based compensation and warrants are the average expected unit option or warrant holding period, the average expected volatility rate and the average risk-free interest rate. For vested options, the average expected unit option holding period used is estimated to be half of the life of the option. For unvested options, the average expected unit option holding period is estimated to be the period until the options vest plus half of the period from vesting to expiry. The average expected volatility rate is estimated based on the historical volatility of comparable companies over a period of time approximating the average expected unit option holding period. The average risk-free interest rate is based on Government of Canada bonds with terms consistent with the average expected unit option or warrant holding period.

#### **Changes in accounting policies**

The REIT's accounting policies are described in note 2 of the audited consolidated financial statements for the year ended December 31, 2019 and note 2 of the unaudited condensed consolidated interim financial statements for the three months and nine months ended September 30, 2020. The REIT implemented the following accounting policy in 2020:

On January 1, 2020, the REIT adopted IFRS 3, Business Combinations ("IFRS 3"). IFRS 3 clarifies the definition of a business and provides guidance on whether an acquired set of activities and assets is a group of assets rather than a business. An acquirer only recognizes goodwill when acquiring a business, and not when acquiring a group of assets. The adoption of IFRS 3 had no impact on the REIT's condensed consolidated interim financial statements.

#### **FINANCIAL INSTRUMENTS AND RISKS AND UNCERTAINTIES**

##### *Real property ownership and tenant risk*

All real property investments are subject to elements of risk. The value of real property and any improvements thereto depends on the credit and financial stability of tenants and upon the vacancy rates of the property. The properties generate revenue through rental payments made by the tenants thereof. The ability to rent vacant property will be affected by many factors, including changes in general economic conditions (such as the availability and cost of mortgage funds), local conditions (such as an oversupply of space or a reduction in demand for real estate in the area), government regulations, changing demographics, competition from other available properties, and various other factors.

Upon the expiry of any lease, there can be no assurance that the lease will be renewed or the tenant will be replaced. The terms of any subsequent lease may be less favourable to the REIT than those of an existing lease. In the event of default by a tenant, the REIT may experience delays or limitations in enforcing its rights as landlord and incur substantial costs in protecting its investment. Furthermore, at any time, a tenant may seek the protection of bankruptcy, insolvency or similar laws which could result in the rejection and termination of the lease of the tenant and, thereby, cause a reduction in the cash flows available to the REIT.

##### *Competition*

The real estate business is competitive. Numerous developers, managers and owners of properties compete with the REIT when seeking tenants. Some of the competing properties may be better located than the REIT's properties. The existence of competition could have an impact on the REIT's ability to lease its properties and could have an impact on the rents that can be charged. The REIT is subject to competition for suitable real property investments and a number of these competitors have greater financial resources than those of the REIT. There is a risk that continuing increased competition for real property acquisitions may increase purchase prices to levels that are not accretive.

### *Fixed costs and increased expenses*

The REIT incurs a number of fixed costs which must be paid throughout its ownership of real property, regardless of whether its properties are producing income. Fixed costs include utilities, property taxes, maintenance costs, mortgage payments, insurance costs, and related costs.

### *General uninsured risks*

The REIT carries comprehensive general liability, fire, flood, extended coverage and rental loss insurance with customary policy specifications, limits and deductibles. There can be no assurance, however, that claims in excess of the insurance coverage or claims not covered by the insurance coverage will not arise or that the liability coverage will continue to be available on acceptable terms.

### *Environmental and litigation risk*

The REIT is subject to federal, provincial and local environmental regulations that apply generally to the ownership of real property and the operation of commercial properties. If it fails to comply with those laws, the REIT could be subject to significant fines or other governmental sanctions. Under various federal, provincial and local laws, ordinances and regulations, an owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances or petroleum product releases at a facility and may be held liable to a governmental entity or to third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with contamination. Such liability may be imposed whether or not the owner or operator knew of, or was responsible for, the presence of these hazardous or toxic substances. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances, or the failure to properly remediate such substances, may adversely affect the REIT's ability to sell or rent such facility or to borrow using such facility as collateral. In order to assess the potential for liabilities arising from the environmental condition at the REIT's properties, the REIT may obtain or examine environmental assessments prepared by environmental consulting firms. The environmental assessments received in respect of the investment properties have not revealed, nor is the REIT aware of, any environmental liability that the REIT believes will have a material adverse effect on it.

In addition, in connection with the ownership, operation and management of real properties, the REIT could potentially be liable for property damage or injuries to persons and property. In the normal course of the REIT's operations, it may become involved in, named as a party to or the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions relating to personal injuries, property damage, property taxes, land rights, the environment and contract disputes.

### *Credit risk*

Credit risk is the risk that one party to a financial instrument will cause a loss to another party by failing to pay for its obligations. The REIT is subject to credit risk with respect to its cash and tenant and other receivables. The REIT mitigates credit risk by monitoring the credit ratings of the institutions holding the REIT's deposits.

As at September 30, 2020, one tenant accounted for approximately 13% of the REIT's base rental income, resulting in a concentration of credit risk. The REIT monitors the creditworthiness of its tenants on an ongoing basis.

COVID-19 has resulted in government mandated shutdowns, and an economic slow down which are creating financial difficulties for tenants. While government plans have been put in place to support businesses through the COVID-19 pandemic, a deterioration in the economy may impact the ability of tenants to meet their obligations under their leases. The REIT continues to assess the effect of economic conditions on the creditworthiness of its tenants. As part of this assessment, the REIT reviews contractual rent receivables on a regular basis and reduces carrying amounts through the use of an allowance for doubtful accounts recognizing the amount of any loss in the condensed consolidated interim statements of income and comprehensive income within property expenses.



### Liquidity risk

Liquidity risk is the risk that the REIT will not have the financial resources required to meet its financial obligations as they come due. The REIT manages this risk by ensuring it has sufficient cash on hand or borrowing capacity to meet obligations as they come due by forecasting cash flows from operations, cash required for investing activities and cash from financing activities. As at September 30, 2020, the REIT had cash of \$16,359,614 (December 31, 2019 - \$7,875,818), mortgages payable of \$241,461,540 (December 31, 2019 - \$232,081,999), a Credit Facility balance of \$65,419,273 (December 31, 2019 - \$65,139,273) and accounts payable, accruals and other liabilities of \$7,704,489 (December 31, 2019 - \$7,737,487). The REIT had a working capital deficit of \$18,874,560 as at September 30, 2020 (December 31, 2019 - \$37,635,642). Excluding the current portion of mortgages payable of \$43,469,850, the working capital would be a surplus of \$24,595,290. The REIT expects that it will be able to refinance the mortgages on their maturities. The REIT has access to undrawn funds under the Credit Facility and expects to generate sufficient cash from operations to satisfy its financial liabilities as they come due.

The contractual maturities and repayment obligations of the REIT's financial liabilities are as follows:

	<b>Accounts payable accruals and other liabilities</b>	<b>Lease liabilities</b>	<b>Credit Facility principal repayment</b>	<b>Interest on fixed portion of Credit Facility</b>	<b>Mortgages payable</b>	<b>Mortgage interest</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>		<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Remainder of 2020	7,704,489	71,788	419,273	511,875	33,648,645	2,032,883	44,388,953
2021	-	287,739	-	2,047,500	23,857,722	7,575,699	33,768,660
2022	-	287,739	-	2,047,500	22,454,279	6,492,918	31,282,436
2023	-	297,039	-	2,047,500	54,107,152	4,943,167	61,394,858
2024	-	269,905	65,000,000	1,535,625	46,481,479	3,063,840	116,350,849
Thereafter	-	6,275,953	-	-	60,912,263	2,715,341	69,903,557
Total	<u>7,704,489</u>	<u>7,490,163</u>	<u>65,419,273</u>	<u>8,190,000</u>	<u>241,461,540</u>	<u>26,823,848</u>	<u>357,089,313</u>

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. There is a risk that the REIT may not be able to renegotiate its mortgages and Credit Facility at maturity on terms as favourable as the existing mortgages payable and Credit Facility. As at September 30, 2020, there was a total of \$101,899,775 (December 31, 2019 - \$101,536,795) of mortgage and Credit Facility borrowings which bear interest at floating bankers' acceptance or Canadian prime rates plus a fixed spread. There is a risk that prevailing interest rates could increase, and those increases could be significant. The REIT mitigates interest rate risk by maintaining reasonable levels of debt to investment property value and aims to structure new debt to stagger the maturities to ensure that the majority of debt does not come due for repayment in any one particular year. As at September 30, 2020, the REIT has interest rate swap agreements totalling \$101,480,502 to mitigate interest rate risk arising from floating rate debt.

In April 2019, the REIT entered into certain mortgages and simultaneously entered into interest rate swap agreements to swap floating rate interest for fixed rate interest over the terms of these mortgages. The interest rate swap agreements expire coterminous with the maturity of the corresponding mortgages.

In September 2019, the REIT refinanced its Credit Facility and simultaneously entered into interest rate swap agreements to swap floating rate interest for fixed rate interest over the term of the Credit Facility. The interest rate swap agreements expire coterminous with the maturity of the Credit Facility.

The following table presents relevant information on interest rate swap agreements:

Transaction date	Effective fixed interest rate	Maturity date	Original principal amount \$	Outstanding amount \$	Unrealized loss on change in the fair value \$
April 2019	3.67 %	April 24, 2024	12,000,000	11,825,365	567,468
April 2019	3.74 %	April 24, 2026	12,500,000	12,323,020	872,026
April 2019	3.87 %	April 24, 2029	12,500,000	12,332,117	1,278,912
September 2019	3.15 %	September 13, 2024	65,000,000	65,000,000	2,517,910
			<u>102,000,000</u>	<u>101,480,502</u>	<u>5,236,316</u>

## COMMITMENTS

The REIT has a leasehold interest in a property subject to a 66-year land lease, which commenced on May 1, 2006, and has two ten-year options to renew. The land lease provides for annual base rent and additional rent comprising the property's proportionate share of common area maintenance and property tax expense. The full annual ground lease payment is due in advance in May of each year. The REIT has a leasehold interest in a property subject to a 25-year land lease, which commenced on May 25, 2012, and has two five-year options to renew. The land lease provides for annual base rent. The REIT has the option to purchase the land subject to the land lease, and this option may first be exercised on May 25, 2022.

The REIT has the rights and obligations of a 20-year term lease of 7,170 square feet of office space in a property owned at 50% by the REIT through investments in a joint venture. The lease commenced on January 1, 2018. The REIT has the rights and obligations of a 5-year term offer to lease 1,760 square feet of office space. The lease commenced on November 1, 2018.

### *Development Management Agreement*

On March 16, 2020, the REIT entered into a development management agreement (the "DMA") with the vendor of the REIT'S Richmond, BC property (the "Developer"). Pursuant to the DMA, the REIT will redevelop approximately 60,000 square feet previously occupied by an industrial tenant. The Developer will manage the redevelopment and has secured new tenants for the space, and the REIT has entered into lease agreements with these tenants. The REIT will assume the costs of the redevelopment, which have been capped at \$7,360,000, including leasing costs, tenant incentives, and construction costs.

Per the DMA, the REIT will also construct an approximately 70,000 square foot addition at this property. The REIT will assume the costs of the construction. The Developer will secure tenants and manage the construction. The REIT will pay the Developer a development management fee estimated at \$3,000,000. The DMA provides that, as long as certain conditions are met, the development management fee may be paid by issuing to the Developer Class B LP Units of a subsidiary limited partnership of the REIT, valued at \$2.30 per unit and exchangeable on a 1 for 1 basis for REIT Units. In accordance with the DMA, 465,837 Class B LP Units were issued on April 1, 2020, representing 5 months of development management fees. The 465,837 units were released to the Developer on August 1, 2020. On September 10, 2020, an additional 93,167 Class B LP Units were issued and released to the Developer. Between October 1, 2020 and April 1, 2021, 93,167 Class B LP units a month will be issued and released to the Developer with a final issuance of 93,175 units on May 1, 2021 in full settlement of the estimated development management fee.

Also, pursuant to the DMA, the REIT will split the value enhancement of the property, measured as the difference between the fair market value of the property following completion of the redevelopment and addition described above, less the REIT's total cost of the property. The REIT's total cost of the property will be measured as the REIT's original acquisition cost plus costs of redevelopment and construction (inclusive of construction costs, tenant incentives, leasing costs, and development management fees). The first \$20,000,000 of value enhancement will be for the benefit of the REIT. The next \$20,000,000 of value enhancement will be for the benefit of the Developer, provided that the Developer's share of value enhancement will be reduced by the amount of rental income that would have been received between December 15, 2019 and the date the two new tenants take occupancy, had the previous industrial tenancy not been early terminated on December 15, 2019. Any value enhancement in excess of \$40,000,000 will be split equally between the REIT and the Developer. As

long as certain conditions are met, the REIT may satisfy its obligation to split the value enhancement with the Developer by issuing Class B LP Units valued at \$2.30 per unit.

Pursuant to the DMA, the REIT is required to provide the Developer a \$5,000,000 advance of the Developer's share of the value enhancement. This advance is payable in Class B LP Units valued at \$2.30 per unit and exchangeable on a 1 for 1 basis for REIT Units. On April 1, 2020, 2,173,908 Class B LP Units were issued from treasury, and recorded within prepaid expenses. Each month commencing April 1, 2020 through to March 1, 2021, 181,159 of these Class B LP Units shall be released to the Developer. As at September 30, 2020, 1,086,954 of these units were released to the Developer and 1,086,954 units were held by the REIT.

## OUTSTANDING UNIT DATA

The following table presents the changes in unitholders' equity for the period ended September 30, 2020:

	Units	Amount \$
Unitholders' equity as at December 31, 2019	102,111,919	197,073,074
Units issued under distribution reinvestment plan	990,460	1,611,469
Units issued under restricted share unit plan	55,348	91,931
Class B LP Units exchanged for REIT Units	2,479,291	3,882,371
Units issued as acquisition consideration	3,476,190	7,682,380
Unitholders' equity as at September 30, 2020	<u>109,113,208</u>	<u>210,341,225</u>

As at November 16, 2020, a total of approximately 109,910,000 REIT Units and 25,667,000 Class B LP Units were issued and outstanding.

On April 1, 2020, 2,639,745 Class B LP Units were issued in settlement of contractual obligations. On September 10, 2020, an additional 93,167 Class B LP Units were issued in settlement of contractual obligations. As at September 30, 2020, 1,086,954 of these units were held in trust by the REIT. While the units are held in trust, they will not accrue any distributions declared. Each month between October 2020 and March 2021, 181,159 Class B LP Units will be released from trust.

## DISTRIBUTIONS

The REIT currently pays a monthly distribution of \$0.01333 per unit, representing \$0.16 per unit on an annualized basis. Total distributions declared with respect to REIT Units in the three and nine months ended September 30, 2020 amounted to \$4,342,152 (2019 - \$4,069,134) and \$12,829,157 (2019 - \$11,926,575), respectively.

In accordance with National Policy 41-201, "Income Trusts and Other Offerings", the REIT is required to provide the following information:

	<b>Three months ended September 30, 2020 \$</b>	<b>Nine months ended September 30, 2020 \$</b>	<b>Year ended December 31, 2019 \$</b>	<b>Year ended December 31, 2018 \$</b>
Cash generated from operating activities	4,457,557	14,894,378	23,347,175	19,528,428
Net income	4,848,450	25,403,246	42,387,970	38,834,266
Actual cash distributions paid or payable during the period <sup>(1)</sup>	4,342,152	12,829,157	16,006,631	14,412,308
Excess of cash flows from operating activities over cash distributions paid	115,405	2,065,221	7,340,544	5,116,120
Excess of net income over cash distributions paid	506,298	12,574,089	26,381,339	24,421,958

<sup>(1)</sup> Actual cash distributions paid or payable includes all distributions declared payable to holders of REIT Units and excludes distributions declared payable to holders of Class B LP Units during the period. Actual cash distributions paid or payable is unadjusted for distributions settled through the issuance of REIT Units under the distribution reinvestment program. Of distributions declared in the three and nine months ended September 30, 2020, \$585,587 and \$1,611,469, respectively, were settled through the issuance of REIT units under the distribution reinvestment program.

Net income for the three months ended September 30, 2020 of \$4,848,450 was \$506,298 higher than actual cash distributions paid or payable for the three months ended September 30, 2020 of \$4,342,152. Net income excluding non-cash fair value adjustments of investment properties, Class B LP Units, unit options, restricted share units and derivative financial instruments totalling \$1,020,602 and excluding other income of \$271,468 was \$5,597,584 for the three months ended September 30, 2020, which exceeded actual cash distributions paid or payable by \$1,255,432.

Net income for the nine months ended September 30, 2020 of \$25,403,246 was \$12,574,089 higher than actual cash distributions paid or payable for the nine months ended September 30, 2020 of \$12,829,157. Net income excluding non-cash fair value adjustments of investment properties, Class B LP Units, unit options, warrants, restricted share units and derivative financial instruments totalling \$8,136,238 and other income of \$1,365,612 was \$15,901,396 for the nine months ended September 30, 2020, which exceeded actual cash distributions paid or payable by \$3,072,239.

For the three months ended September 30, 2020, cash generated from operating activities exceeded actual cash distributions paid or payable by \$115,405. Excluding changes in non-cash working capital, other non-current assets and restricted cash of \$1,251,379, cash generated from operating activities exceeded actual cash distributions paid or payable by \$1,366,784.

For the nine months ended September 30, 2020, cash generated from operating activities exceeded actual cash distributions paid or payable by \$2,065,221. Excluding changes in non-cash working capital, other non-current assets and restricted cash of \$2,900,293, cash generated from operating activities exceeded actual cash distributions paid or payable by \$4,965,514.

## **DISTRIBUTION REINVESTMENT PLAN**

The REIT adopted a distribution reinvestment plan (“DRIP”) on February 20, 2014, pursuant to which resident Canadian holders of not less than 1,000 units are entitled to elect to have all or some of the cash distributions of the REIT automatically reinvested in additional units at a price per unit calculated by reference to the weighted average of the trading price for the units for the five trading days immediately preceding the relevant distribution date. Eligible unitholders who so elect will receive a bonus distribution of units equal to 4% of each distribution that was reinvested by them under the DRIP. During the three-month period ended September 30, 2020, 389,460 units (2019 - 230,719 units) were issued under the DRIP for a stated value of \$585,587 (2019 - \$438,968) and for the nine-month period then ended, 990,460 units (2019 - 554,799 units) were issued under the DRIP for a stated value of \$1,611,469 (2019 - \$1,061,192).

## **RELATED PARTY TRANSACTIONS**

For the three-month period ended September 30, 2020, trustee retainer fees in the amount of \$44,375 were expensed (2019 - \$45,326). For the nine-month period then ended, trustee retainer fees in the amount of \$133,125 were expensed (2019 - \$151,576), and nil units (2019 - 22,844 units at an average price per unit of \$1.88) were issued to trustees as payment of retainer fees. Trustee retainer fees are settled in cash commencing with retainer fees earned in respect of 2019. Trustee retainer fees in the amount of \$44,375 were accrued as at September 30, 2020 (December 31, 2019 - \$44,375).

Trustee meeting fees in the amount of \$2,600 were expensed for the three-month period ended September 30, 2020 (2019 - \$5,500) and for the nine-month period then ended, trustee meeting fees in the amount of \$12,200 were expensed (2019 - \$34,200). Trustee meeting fees in the amount of \$2,600 were accrued as at September 30, 2020 (December 31, 2019 - \$11,500).

For the three-month period ended September 30, 2020, key management earned salaries and other short-term employee benefits in the amount of \$184,250 (2019 - \$159,250) and \$552,750 was earned in respect of the nine-month period ended September 30, 2020 (2019 - \$477,750).

TriWest is a related party to a former trustee of the REIT. On May 14, 2020, the trustee did not seek re-election to the REIT’s board of trustees, and the former trustee and TriWest both ceased to be related parties of the REIT. Between January 1, 2020 and May 14, 2020, the REIT received lease payments from companies controlled by funds associated with TriWest totalling \$1,530,978 (nine months ended September 30, 2019 - \$2,702,380).

## **SUBSEQUENT EVENT**

On October 1, 2020, the REIT purchased a single-tenant industrial property located in Rocky View County Alberta, within the Calgary Metropolitan Region, for a contractual purchase price of \$13,750,000. The contractual purchase price was partially satisfied through the issuance of 2,750,000 Class B LP Units of a subsidiary limited partnership of the REIT at a deemed value of \$2.00 per unit, which are convertible to REIT Units on a one to one basis with the balance, net of closing adjustments, satisfied in cash generated from new mortgage financing. As at September 30, 2020, the REIT had a deposit of \$200,000 with respect to this purchase.